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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: ARTICLES OF INCORPORATION

I enclose an original and 6 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 122.50.

PLEASE SEND CERTIFICATE

700002455097--
-03/12/98--01038--005
****122.50 ****122.50

From: BRIAN F. DINNOCK
Name
6837 SW 360T
Address
MIRAMAR FL 33023
City State Zip
(954) 985 7426
Telephone Number

[Handwritten signature]

P. Hall

MAR 19 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1998

BRIAN F. PINNOCK
6837 SW 36 CT
MIRAMAR, FL 33023

SUBJECT: BPG SYSTEMS INC.
Ref. Number: W98000005580

We have received your document for BPG SYSTEMS INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 098A00013647

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the state of FLORIDA, adopt the following articles of incorporation:

FIRST The name of the Corporation is: BPG SYSTEMS INC.

SECOND The period of its duration is: 1998-.

THIRD The purpose of the corporation is: SELLING OF TECHNOLOGICAL PRODUCTS AND SERVICES

FOURTH The aggregate number of authorized shares is: 1000.

FIFTH The corporation will not commence business until at least 1000 dollars have been received by it as consideration for the issuance of shares.

SIXTH Cumulative voting of shares of stock is authorized.

SEVENTH The address of the initial registered office of the corporation is: 6837 sw 36 ct, Miramar FL. 33023 and the name of its initial registered agent at such address is: Brian Pinnock.

EIGHT Address of the principal place of business is: 6837 sw 36 ct, Miramar FL. 33023.

NINTH The number of directors constituting the initial board of directors of the corporation is two (2), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

Brian F. Pinnock

6837 sw 36 ct, Miramar FL.33023

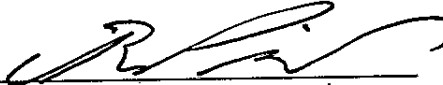
Pauline E. Green 6837 sw 36 ct, Miramar FL.33023

TENTH. The name and address of each incorporator is:

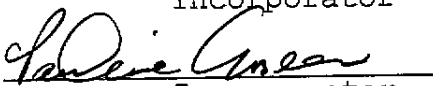
Name	Address
<u>Brian F. Pinnock</u>	<u>6837 sw 36 ct, Miramar FL.33023</u>
<u>Pauline E. Green</u>	<u>6837 sw 36 ct, Miramar FL.33023</u>

Date March 7, 1998

The undersigned has executed these Articles of
Incorporation this 7th day of March 1998.



Incorporator



Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:


BPG SYSTEMS INC.

2. The name and address of the registered agent and office is:

Brian Pinnock

6837 sw 36ct

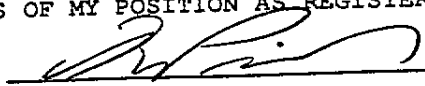
Miramar Fl. 33023

Signature: 

Title: President

Date: 3/17/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: 3/17/98